

FCC/MELLON

JUN 10 2005

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Before the
FEDERAL COMMUNICATIONS COMMISSION
 Washington, D.C. 20554

In the Matter of)

)
 SHAREHOLDERS OF BENTLEYVILLE)
 COMMUNICATIONS CORPORATION)
)

)
Transferors,)
)

)
 AND)
)

)
 FAIRPOINT COMMUNICATIONS, INC.)
 MJD VENTURES, INC.,)
)

)
Transferees)
)

)
 FOR CONSENT TO TRANSFER CONTROL)
 PURSUANT TO SECTION 214 OF THE)
 COMMUNICATIONS ACT OF 1934,)
 AS AMENDED)

File No. _____

JOINT APPLICATION FOR STREAMLINED TRANSFER OF CONTROL
OF INTERNATIONAL AND DOMESTIC SECTION 214 AUTHORIZATIONS

The Shareholders of Bentleyville Communications Corporation ("Bentleyville") and FairPoint Communications, Inc. ("FairPoint") and Fairpoint's wholly owned subsidiary MJD Ventures, Inc. ("MJD") (Fairpoint and MJD hereinafter referred to collectively as the "Transferees") hereby request streamlined Commission authorization to transfer control of the international and domestic Section 214 authorizations held by BE Mobile Communications, Incorporated. ("BE Mobile," hereinafter referred to collectively with Bentleyville as "Transferors") a wholly owned subsidiary of Bentleyville, from the current stockholders of Bentleyville to the Transferees.

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The Shareholders of Bentleyville Communications Corporation ("Bentleyville") and FairPoint Communications, Inc. ("FairPoint") and Fairpoint's wholly owned subsidiary MJD Ventures, Inc. ("MJD") (Fairpoint and MJD hereinafter referred to collectively as the "Transferees") hereby request streamlined Commission authorization to transfer control of the international and domestic Section 214 authorizations held by BE Mobile Communications, Incorporated. ("BE Mobile," hereinafter referred to collectively with Bentleyville as "Transferors") a wholly owned subsidiary of Bentleyville, from the current stockholders of Bentleyville to the Transferees.

The proposed transaction entails the transfer of control of Bentleyville and its wholly owned subsidiary BE Mobile to the Transferees. Under the terms of the transaction, FairPoint Bentleyville Corporation ("FairPoint Bentleyville"), a wholly owned subsidiary of MJD created for the purpose of this transaction, will be merged with and into Bentleyville, parent corporation of its wholly owned subsidiary BE Mobile, with Bentleyville being the surviving corporation. As of the effective date of the merger ("Effective Date"), the separate existence of FairPoint Bentleyville shall cease. The transaction will result in Fairpoint and MJD control of Bentleyville and its wholly owned subsidiary BE Mobile, the latter of which holds the subject international and domestic Section 214 authorizations.

Transfer of Control of International Section 214 Authorization

Description of Bentleyville

(A) Bentleyville operates three divisions:

Bentleyville Telephone Company. The Bentleyville Telephone Company ("Bentleyville Telephone"), serves approximately 3,196 access lines (2,526 residential and 670 business) in the Boroughs of Bentleyville and Ellsworth and the Townships of Fallowfield, Somerset and West Pike Run, all of which are located in Washington County, Pennsylvania. The telephone service area covers approximately 38 square miles, which averages 84 access lines per square mile compared to the Pennsylvania average of 162 access lines per square mile. Bentleyville Telephone is approximately the 13th smallest of the 37 incumbent local exchange carriers operating in Pennsylvania (as measured by the number of access lines).

Bentleyville Cable TV Company. Bentleyville Cable TV Company provides cable television service in Scenery Hill, North Bethlehem Township, the Boroughs of Bentleyville and Ellsworth, and sections of Amwell Township, Somerset Township, Fallowfield Township, and South Strabane Township in Pennsylvania.

Bentcom.net. Bentcom.net provides dial-up Internet access and web hosting services.

(B) BE Mobile. BE Mobile, a wholly owned subsidiary of Bentleyville, is a long distance reseller certificated by the PA-PUC at PA-PUC Docket No. A-310480, and the holder of domestic and international Section 214 authorization (ITC File No. ITC-214-19970710-00391). BE Mobile provides long distance service to approximately 2,118 customers.

Bentleyville also possesses two certificates of public convenience issued by the Pennsylvania Public Utility Commission ("PA-PUC") for (1) competitive local exchange services at PA-PUC Docket No. A-310250F0003 and (2) competitive access service at PA-PUC Docket No. A-310250F0004. No customers are currently served pursuant to either authorization.

Description of MJD and Fairpoint

MJD, a wholly owned subsidiary of FairPoint, is a Delaware business corporation headquartered in Charlotte, North Carolina, and is the parent of certain incumbent local exchange carrier ("ILEC") subsidiaries.

FairPoint is a Delaware business corporation headquartered in Charlotte, North Carolina. Approximately 72% of FairPoint's shares are owned by members of the general public. FairPoint is a leading provider of communications services in rural

communities, offering an array of services, including local voice, long distance, data, Internet and broadband product offerings. It is one of the largest domestic rural telephone companies in the country, holding what it believes to be the place of the 17th largest local telephone company in the country. FairPoint operates in 17 states, with approximately 240,110 access lines in service as of December 31, 2004. For the year ended December 31, 2004, FairPoint had annual revenues of approximately \$253 million.

In accordance with the requirements of Section 63.24(e) of the Commission's Rules, the applicants submit the following information:

(1) Name, address and telephone number of each applicant:

Transferors

Shareholders of Bentleyville Communications Corporation
608 Main Street
Bentleyville, Pennsylvania 15314
TEL: 724/239-2501
FAX: 724/239-1001

BE Mobile Communications, Incorporated
608 Main Street
Bentleyville, Pennsylvania 15314
TEL: 724/239-2501
FAX: 724/239-1001

Transferees

FairPoint Communications, Inc.
521 East Morehead Street, Suite 250
Charlotte, North Carolina 28202
TEL: 704/344-8150
FAX: 704/344-8121

MJD Ventures, Inc.
521 East Morehead Street, Suite 250
Charlotte, North Carolina 28202
TEL: 704/344-8150
FAX: 704/344-8121

- (2) **Government, state or territory under the laws of which each corporate or partnership applicant is organized:**

Transferors are corporations organized under the laws of the Commonwealth of Pennsylvania with respective principal places of business in Bentleyville, Pennsylvania.

Transferees are corporations organized under the laws of the State of Delaware, with respective principal places of business in Charlotte, North Carolina.

- (3) **Name, title, post office address, and telephone number of the officer or contact point to whom correspondence concerning the application is to be addressed:**

For the Transferors

James H. Lauffer
Bentleyville Communications Corporation
608 Main Street
Bentleyville, Pennsylvania 15314
TEL: 724/239-2501
FAX: 724/239-1001

With a copy to Counsel:

Sylvia Lesse, Esquire
Kraskin, Moorman & Cosson, LLC
2120 L Street, N.W., Suite 520
Washington, D.C. 20037
TEL: 202/296-8890
FAX: 202/296-8893

For FairPoint and MJD

Shirley J. Linn, Esquire
Senior Vice President and General Counsel
FairPoint Communications, Inc.
521 East Morehead Street, Suite 250
Charlotte, North Carolina 28202
TEL: 704/344-8150
FAX: 704/344-1594

With a copy to Counsel:

Sylvia Lesse, Esquire
Kraskin, Moorman & Cosson, LLC
2120 L Street, N.W., Suite 520
Washington, D.C. 20037
TEL: 202/296-8890
FAX: 202/296-8893

(4) Statement as to whether the applicant had previously received authority under Section 214 of the Act.

BE Mobile holds global switched resale authority under Section 214 pursuant to File No. ITC-214-19970710-00391

Neither FairPoint nor MJD has previously received any authority under Section 214 of the Act. However, various subsidiaries of FairPoint have previously received global switched resale authority under Section 214, including:

Armour Independent Telephone Company (File No. ITC-214-20030429-00209);

Bridgewater-Canistota Independent Telephone Company (ITC-214-20030429-00210);

Berkshire Cable Corporation d/b/a Berkshire Long Distance (File No. ITC-214-19970416-00213);

Chautauqua & Erie Communications, Inc. (File Nos. ITC-T/C-20000321-00174 and ITC-T/C-20040422-00179);

Comerco, Inc. (File Nos. ITC-214-20030521-00254 and ITC-T/C-20040422-00180)

C-R Long Distance, Inc. (File Nos. ITC-214-20000320-00156 and ITC-T/C-20040422-00181);

El Paso Long Distance Telephone Company (File Nos. ITC-T/C-20000224-00122 and ITC-T/C-20040422-00176);

Elltel Long Distance Corp. (File Nos. ITC-T/C-20000224-00123 and ITC-T/C-20040422-00182);

FairPoint Communications Solutions Corp. (File Nos. ITC-T/C-20000321-00173 and ITC-T/C-20040405-00169);

Fretel Communications, LLC (File Nos. ITC-T/C-20000420-00238 and ITC-T/C-20040422-00183);

GTC, Inc. (File No. ITC-T/C-20040422-00184);

Marianna Tel. Inc. (File Nos. ITC-214-20011025-00599 and ITC-T/C-20040422-00185);

Orwell Communications, Inc. (File No. ITC-T/C-20040422-00171);

Peoples Mutual Long Distance (File No. ITC-T/C-20040422-00172);

Quality One Technologies, Inc. (File No. ITC-T/C-20040422-00173);

ST Long Distance, Inc. (File Nos. ITC-T/C-20000224-00121 and ITC-T/C-20040422-00170);

St. Joe Communications, Inc. (File Nos. ITC-T/C-20000224-00119 and ITC-T/C-20040422-00174);

Taconic TelCom Corp. (File Nos. ITC-98-042-TC and ITC-T/C-20040422-00175);

UI Long Distance, d/b/a Northland Long Distance (File No. ITC-T/C-20040422-00176); and

Union Telephone Company of Hartford, Inc. (File No. ITC-214-20030429-00208).

Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:

Bentleyville

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
David J. Carlisle 811 Washington Street Bentleyville, Pennsylvania 15314	12.19%	USA	Telecommunications
Kenneth B. Carlisle, II 811 Washington Street Bentleyville, Pennsylvania 15314	12.48%	USA	Telecommunications

Robert J. Lauric and Joyce Watson Lauric 246 Kansas Street Verona, Pennsylvania 15146	13.00%	USA	Telecommunications
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BE Mobile

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Bentleyville Communications 608 Main Street Bentleyville, Pennsylvania 15314	100%	Pennsylvania	Telecommunications

MJD

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
FairPoint Communications, Inc. 521 East Morehead Street Charlotte, NC 28210	100.0%	DE Corp.	Telecommunications

FairPoint

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Thomas H. Lee Equity Fund IV, L.P. 100 Federal Street, 35 th Floor Boston, MA 02110	11.8%	DE L.P.	Investments

The general partner of Thomas H. Lee Equity Fund IV, L.P. is THL Equity Advisors, IV, LLC. No single individual or entity holds a 10 percent or greater interest in THL.

Kelso Investment Associates, V, L.P. and Kelso Equity Partners, V, L.P. 320 Park Avenue, 24 th Floor New York, NY 10022	10%	DE L.P.	Investments
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The general partner of Kelso Investment Associates V, L.P., is Kelso Partners V, L.P. In turn, Kelso Partners V, L.P., and Kelso Equity Partners V, L.P., are controlled by Messrs. Frank T. Nickell, Joseph S. Schuchert, Thomas R. Wall, IV, George E. Matelich, Michael B. Goldberg, David I. Wahrhaftig, Frank K. Bynum, Jr., Philip E. Berney, Frank J. Loverro, and James J. Connor, II, each of whom is a US citizen and can be contacted via the foregoing Park Avenue office address.

Public shareholders hold 72 percent of FairPoint's common stock. No new individual public shareholder directly or indirectly owns 10 percent or more of FairPoint's common stock.

(6) Certification as to whether or not the applicant is, or is affiliated with, a foreign carrier.

Fairpoint and MJD certify that neither they nor their proposed subsidiary BE Mobile are foreign carriers, and that neither they nor their proposed subsidiary BE Mobile are affiliated with any foreign carrier.

(7) Certification as to whether or not the applicant seeks to provide international telecommunications services to any country for which certain conditions are true.

FairPoint and MJD certify that neither they nor their proposed subsidiary BE Mobile will provide international telecommunications services to any destination country: (a) in which FairPoint, MJD or Bentleyville is a foreign carrier; (b) in which FairPoint, MJD or Bentleyville controls a foreign carrier; (c) in which an entity that owns more than 25 percent of FairPoint, MJD or Bentleyville, or controls FairPoint, MJD or Bentleyville, controls a foreign carrier; or (d) in which two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of FairPoint, MJD or Bentleyville and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.

(8) Showing regarding provision of international telecommunications service to a country where the applicant is a foreign carrier or is affiliated with a foreign carrier.

FairPoint and MJD certify that they and their proposed subsidiary BE Mobile will continue to resell the international switched services of one or more unaffiliated U.S. carriers. However, neither FairPoint nor MJD nor BE Mobile is a foreign carrier or is affiliated with a foreign carrier. Therefore, neither FairPoint nor MJD nor BE Mobile will provide international telecommunications services to a country where it is a foreign carrier or is affiliated with a foreign carrier.

(9) Regulatory classification under Section 63.10 of the Rules.

FairPoint and MJD certify that their proposed subsidiary BE Mobile will resell the international switched services of one or more unaffiliated U.S. carriers. FairPoint and MJD further certify that neither FairPoint nor MJD nor BE Mobile is a foreign carrier or is affiliated with a foreign carrier. Therefore, BE Mobile should presumptively be considered non-dominant for the provision of international communications services on all routes.

- (10) Certification that applicant has not agreed to accept special concessions directly or indirectly from any foreign carrier.**

FairPoint and MJD certify that neither they nor their proposed subsidiary Bentleyville has agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and that they will not enter into such agreements in the future.

- (11) Certification pursuant to 47 C.F.R. Sections 1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.**

The pre-transaction Bentleyville Stockholders, MJD and FairPoint hereby certify, pursuant to 47 C.F.R. Sections 1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

- (12) Qualification for streamlined processing.**

The present application qualifies for streamlined processing under Sections 63.12(a) and (b) of the Commission's Rules.

Neither FairPoint nor MJD nor BE Mobile is affiliated with any foreign carrier in any destination market.

Neither FairPoint nor MJD nor BE Mobile has an affiliation with a dominant U.S. carrier whose international switched or private line services the applicants seek authority to resell.

Neither FairPoint nor MJD nor BE Mobile seeks authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

Rather, FairPoint and MJD propose only to assume control over Bentleyville and to continue to operate Bentleyville subsidiary BE Mobile as a non-dominant carrier that resells the international switched services of one or more unaffiliated U.S. carriers.

Transfer of Control of Domestic Section 214 Authorization

BE Mobile resells switched domestic long distance toll services to residential and business customers, pursuant to a blanket interstate Section 214 authorization. Pursuant

to Section 63.04(b) of the Commission's Rules, the applicants are submitting the information required in Sections 63.04(a)(6) through 63.04(a)(12) of the Rules in Attachment A to this application.

Conclusion

In light of the foregoing, the Commission is respectfully requested to grant its consent, on a streamlined basis, for the transfer control of the international and domestic Section 214 authorizations held by BE Mobile Communications, Incorporated to FairPoint Communications, Inc. and its wholly owned subsidiary MJD Ventures, Inc.

Respectfully submitted,

Bentleyville Communications Corp.
FairPoint Communications, Inc.
MJD Ventures, Inc.

By:

Sylvia Lesse /s/
Sylvia Lesse

Of Counsel
Kraskin, Moorman & Cosson, LLC
2120 L Street, NW, Suite 520
Washington, DC 20037
202/296-8890

Dated: June 10, 2005

ATTACHMENT 1

Transfer of Control of Domestic Section 214 Authorization

The following information is submitted in accordance with the requirements of Sections 63.04(a)(6) through 63.04(a)(12) of the Commission's Rules

(1) Description of the Transaction:

Under the terms of the transaction, FairPoint Bentleyville Corporation ("FairPoint Bentleyville"), a wholly owned subsidiary of MJD created for the purpose of this transaction, will be merged with and into Bentleyville Communications, parent corporation of its wholly owned subsidiary BE Mobile, with Bentleyville Communications being the surviving corporation. As of the effective date of the merger ("Effective Date"), the separate existence of FairPoint Bentleyville shall cease.

(2) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

Bentleyville

(A) Bentleyville operates three divisions:

Bentleyville Telephone Company. The Bentleyville Telephone Company ("Bentleyville Telephone"), serves approximately 3,196 access lines (2,526 residential and 670 business) in the Boroughs of Bentleyville and Ellsworth and the Townships of Fallowfield, Somerset and West Pike Run, all of which are located in Washington County, Pennsylvania. The telephone service area covers approximately 38 square miles, which averages 84 access lines per square mile compared to the Pennsylvania average of 162 access lines per square mile. Bentleyville Telephone is approximately the 13th smallest of the 37 incumbent local exchange carriers operating in Pennsylvania (as measured by the number of access lines).

Bentleyville Cable TV Company. Bentleyville Cable TV Company provides cable television service in Scenery Hill, North Bethlehem Township, the Boroughs of Bentleyville and Ellsworth, and sections of Amwell Township, Somerset Township, Fallowfield Township, and South Strabane Township in Pennsylvania.

Bentcom.net. Bentcom.net provides dial-up Internet access and web hosting services.

(B) BE Mobile. BE Mobile, a wholly owned subsidiary of Bentleyville, is a long distance reseller certificated by the PA-PUC at PA-PUC Docket No. A-310480, and the holder of domestic and international Section 214 authorization (ITC File No. ITC-214-19970710-00391). BE Mobile provides long distance service to approximately 2,118 customers.

Bentleyville also possesses two certificates of public convenience issued by the Pennsylvania Public Utility Commission ("PA-PUC") for (1) competitive local exchange services at PA-PUC Docket No. A-310250F0003 and (2) competitive access service at PA-PUC Docket No. A-310250F0004. No customers are currently served pursuant to either authorization.

FairPoint and MJD

FairPoint is a telecommunications holding company that owns and operates 27 rural local exchange carriers in 17 states, including Pennsylvania. Its subsidiaries presently operate 143 local telephone exchanges serving approximately 240,110 access lines in service as of December 31, 2004. FairPoint subsidiaries provide local exchange telephone services, enhanced calling features, long distance toll services, digital subscriber line services, Internet access, advanced data services and cable television services.

MJD is an intermediate holding company within the FairPoint organization. It is responsible for oversight of 18 of FairPoint's incumbent local exchange subsidiaries.

In Pennsylvania, FairPoint and MJD own Marianna and Scenery Hill Telephone Company. Marianna and Scenery Hill is a local exchange carrier that operates two local exchanges in portions of Washington and Greene counties, Pennsylvania. Its local exchange service area encompasses approximately 92 square miles and serves approximately 2,628 access lines in and around the communities of Marianna, Deemston, Scenery Hill, Cokeburg, Long Pine, and Ten Mile, Pennsylvania. Marianna and Scenery Hill provides local exchange service, Centrex service, and voice-mail service, plus custom calling features and other optional local services (including call forwarding, call waiting, speed dialing, call back busy, caller identification, calling number trace, and three-way calling).

Map

A map showing the local exchange service areas of Bentleyville Telephone and Marianna and Scenery Hill Telephone Company is attached as Exhibit A.

(3) Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:

The applicants respectfully request streamlined consideration of this application since no potential public interest harm is implicated. The applicants are not eligible for presumptive streamlined treatment only because the service areas of dominant carriers Bentleyville Telephone and Marianna and Scenery Hill Telephone Company, a subsidiary of FairPoint, share a boundary of less than 8 miles, *see* 47 CFR 63.03(b).

As the Commission has noted, "certain types of transactions that by their nature are extremely unlikely to raise the potential of public interest harm should presumptively be afforded streamlined treatment." *I/M/O Implementation of Further Streamlining Measures for Domestic 214 Authorizations: Report and Order*, CC Docket No. 01-150, FCC 02-78, at para 28 (rel. Mar. 21, 2002) ("*214 R&O*"). The applicants submit that the instant application does not raise concerns of public interest harm that would preempt streamlined consideration. Accordingly, the applicants submit that streamlined consideration of this application is appropriate.

The Commission has stated "combinations involving incumbent independent LECs with fewer than two percent of the nation's subscriber lines raise less significant public interest concerns than those in which one of the parties is a larger incumbent independent LEC." *Id.* at para. 32, citing *I/M/O ALLTEL Corp.: Petition for Waiver of Section 61.41 of the Commission's Rules and Applications for Transfer of Control*, 14 FCC Rcd 14191, 14195 (1999) ("*ALLTEL*"). Here, both applicants are very small companies. The Commission considered that public interest harm component as it contemplated the merger of ALLTEL, which provided telephone service to approximately 1.8 million access lines in 14 states, with Aliant, which provided telephone service to approximately 285,000 access lines. *ALLTEL* at para. 2. By contrast, as described above, BE Mobile currently serves approximately 2,118 interexchange customers, while Bentleyville Telephone serves approximately 3,196 access lines. Overall, FairPoint presently owns and operates 27 incumbent independent local exchange carriers in 17 states with approximately 241,110 access lines in service as of December 31, 2004. The merger of Bentleyville into FairPoint would create an entity serving nearly 10,000 *fewer* access lines than just the *smaller* of the parties in the ALLTEL proceeding.

Neither before nor after its acquisition of Bentleyville will FairPoint have two percent (2.0%) of the Nation's subscriber lines installed in the aggregate nationwide. Rather, the FairPoint subsidiaries serve a very small portion of the 3,660,000 access lines that constitute two percent of the Nation's estimated 183,000,000 access lines. Source: "Federal Communications Commission Releases Study on Telephone Trends," Federal Communications Commission News Release, at 1 (May 6, 2004).

The proposed transaction constitutes the transfer of control of a very small independent local exchange carrier and its subsidiaries to another relatively small company engaged in the provision of local exchange service and related telecommunications, video and information services. The assets at issue are not large, are rural in nature, and the transfer does not contemplate competitive issues. It has no potential to harm the public interest, or to impair competition in any local exchange, long distance toll, cable television or other market regulated by the Commission.

(4) Identification of all other Commission applications related to the same transaction:

No Commission licenses are implicated in this transaction.

(5) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

No party to the transaction is facing imminent business failure. Therefore, the applicants are not requesting special consideration because a party to the transaction is facing imminent business failure.

(6) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

There are no separately filed waiver requests being sought in conjunction with the transaction.

(7) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

The proposed transaction is a transfer of control of a very small local exchange carrier (approximately 3196 access lines) and its subsidiary to a larger, but still relatively small (240,110 access lines in service as of December 31, 2004) provider of local exchange and related telecommunications, video and information services. It will enable the customers to gain the benefit of FairPoint's experience and knowledge regarding the provision of service to rural areas, to improve its access to capital markets and affordable financing, and to increase its ability to evaluate and implement state-of-the-art technologies as they develop. As a result, FairPoint and its subsidiary companies will be better situated to survive and prosper in a changing and increasingly competitive and uncertain telecommunications industry.

The proposed transaction will have no adverse impact upon competition in any regulated telecommunications market.

Like other FairPoint subsidiaries, the post-transaction Bentleyville and its subsidiaries will continue to be managed on a day-to-day basis by local employees. The regulated local exchange and exchange access services, rates and practices of Bentleyville will not change as a result of the proposed transaction, but rather will change only if and when local and industry conditions warrant. Before and after the proposed transaction, both Bentleyville Telephone and FairPoint will remain small local exchange carriers.

Bentleyville and FairPoint's local exchange carrier subsidiaries have long ago implemented equal access to interexchange carriers within all of their exchanges, and permit their local exchange customers to presubscribe to the interstate toll services of any and all carriers electing to serve their exchanges. The long distance toll resale operations of BE Mobile and FairPoint's subsidiaries will not possess a significant share of the interstate, interexchange market (much less, a share anywhere near 10 percent) either before or after the proposed transaction. Hence, proposed transaction will not adversely impact competition in the interstate long distance toll service market.

Finally, the cable and Internet access markets in which Bentleyville participates are highly competitive. The commonly-controlled FairPoint-Bentleyville entity will not have any more market power in these competitive markets after the proposed transaction than FairPoint and Bentleyville have before the transaction.

###

DECLARATION OF JAMES LAUFFER

I, James Lauffer, President of Bentleyville Communications Corp., do hereby declare under penalties of perjury that I have read the foregoing "JOINT APPLICATION FOR STREAMLINED TRANSFER OF CONTROL OF INTERNATIONAL AND DOMESTIC SECTION 214 AUTHORIZATIONS" and that the information contained therein regarding Bentleyville and its affiliates is true and accurate to the best of my knowledge, information, and belief.

Dated:

June 10, 2005


James Lauffer
President
Bentleyville Communications Corp.

DECLARATION OF SHIRLEY J. LINN

I, Shirley J. Linn, Senior Vice-President and General Counsel of FairPoint Communications, Inc. ("FairPoint") do hereby declare under penalties of perjury that I have read the foregoing "JOINT APPLICATION FOR STREAMLINED TRANSFER OF CONTROL OF INTERNATIONAL AND DOMESTIC SECTION 214 AUTHORIZATIONS" and that the information contained therein regarding FairPoint and its affiliates is true and accurate to the best of my knowledge, information, and belief.

Dated: 6-9-05

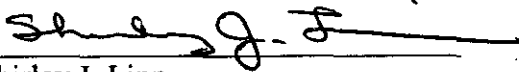
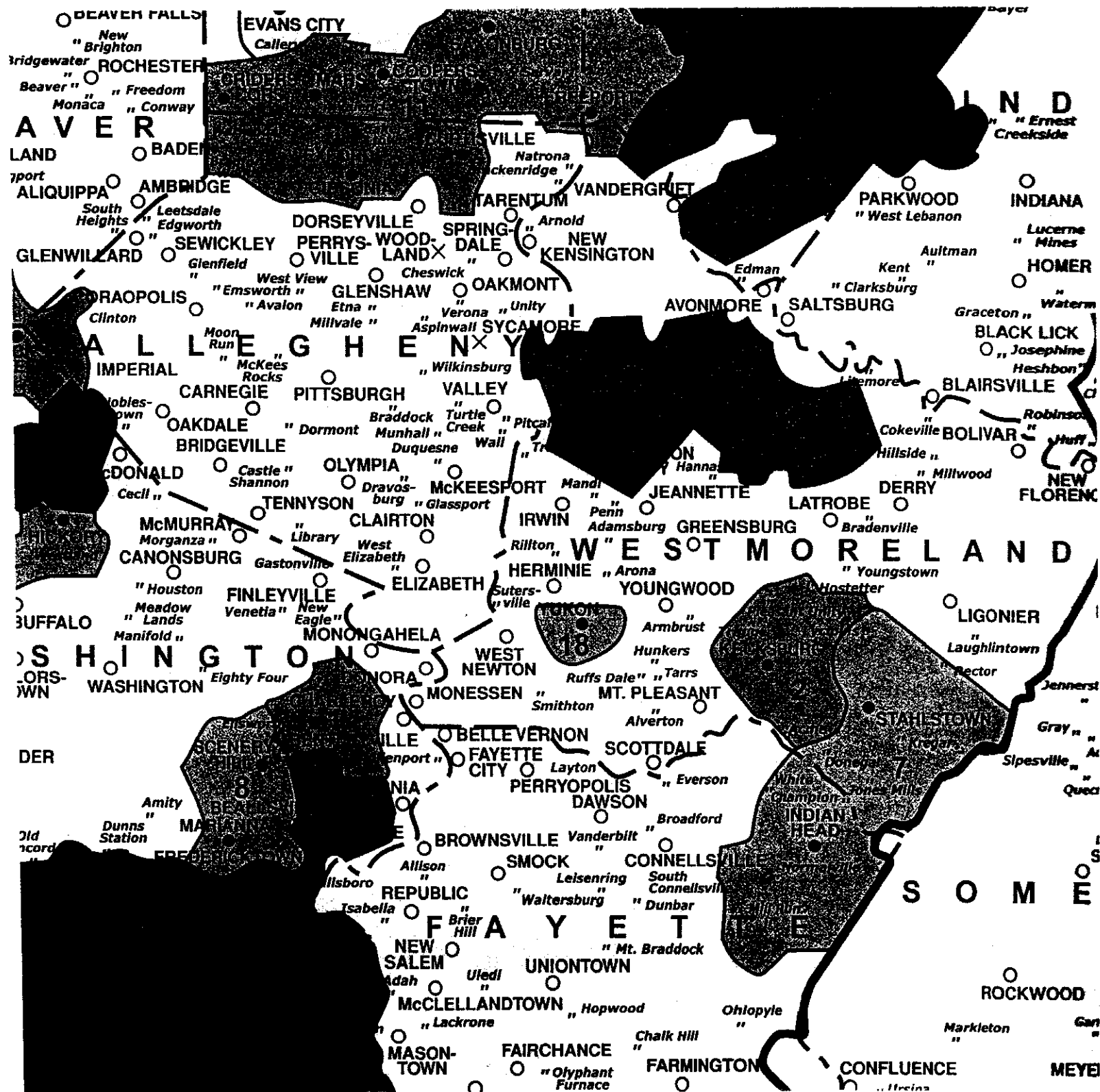

Shirley J. Linn
Senior Vice-President and
General Counsel
FairPoint Communications, Inc.

EXHIBIT A

SERVICE AREAS MAP



FCC FORM 159

FOR

INTERNATIONAL

214 APPLICATION

COPY

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589

Page 1 of 1

(1) LOCK BOX # 358145		1 of 4		SPECIAL USE ONLY FCC USE ONLY	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Lesse, Sylvia			(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00		
(4) STREET ADDRESS LINE NO. 1 2120 L Street, NW, Suite 520					
(5) STREET ADDRESS LINE NO. 2					
(6) CITY Washington			(7) STATE DC		(8) ZIP CODE 20037
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-296-8890			(10) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(11) PAYER (FRN) 0010900918			(12) FCC REGISTRATION NUMBER		
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(13) APPLICANT NAME Shareholders of Bentleyville Communications Corporation					
(14) STREET ADDRESS LINE NO. 1 608 Main Street					
(15) STREET ADDRESS LINE NO. 2					
(16) CITY Bentleyville			(17) STATE PA		(18) ZIP CODE 15314
(19) DAYTIME TELEPHONE NUMBER (include area code) 724-239-2501			(20) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(21) APPLICANT (FRN) 0003774965			(22) FCC REGISTRATION NUMBER		
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE CUT		(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00		(27A) TOTAL FEE \$895.00		(28A) FCC CODE 1	
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE		(28B) FCC CODE 1	
(23C) CALL SIGN/OTHER ID		(24C) PAYMENT TYPE CODE		(25C) QUANTITY	
(26C) FEE DUE FOR (PTC)		(27C) TOTAL FEE		(28C) FCC CODE 1	
SECTION D - CERTIFICATION					
CERTIFICATION STATEMENT I, <u>Sylvia Lesse</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.					
SIGNATURE <u>Sylvia Lesse</u>				DATE <u>10 June 2005</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION					
ACCOUNT NUMBER <u>[REDACTED]</u>			EXPIRATION DATE <u>[REDACTED]</u>		
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.					
SIGNATURE <u>Sylvia Lesse</u>				DATE <u>10 June 2005</u>	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

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Approved by OMB
3060-0589

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No. ___ of ___		SPECIAL USE FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME FairPoint Communications, Inc.		
(14) STREET ADDRESS LINE NO. 1 521 East Morehead Street, Suite 250		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Charlotte	(17) STATE NC	(18) ZIP CODE 28202
(19) DAYTIME TELEPHONE NUMBER (include area code) 704-344-8150		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 007-7099-91		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1		(29F) FCC CODE 2

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159-C

FEBRUARY 2003 (REVISED)

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Approved by OMB
3060-0589

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No. <u> </u> of <u> </u>			APPROPRIATE FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION			
(13) APPLICANT NAME MJD Ventures, Inc.			
(14) STREET ADDRESS LINE NO. 1 521 East Morehead Street, Suite 250			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Charlotte		(17) STATE NC	(18) ZIP CODE 28202
(19) DAYTIME TELEPHONE NUMBER (include area code) 704-344-8150		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0009406356		FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY	
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY	
(28C) FCC CODE 1		(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY	
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY	
(28D) FCC CODE 1		(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY	
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY	
(28E) FCC CODE 1		(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY	
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY	
(28F) FCC CODE 1		(29F) FCC CODE 2	

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FCC FORM 159-C

FEBRUARY 2003 (REVISED)

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Approved by OMB
3060-0589

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No. <u> </u> of <u> </u>		SPECIAL USE FCC USE ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME BE Mobile Communications Incorporated		
(14) STREET ADDRESS LINE NO. 1 608 Main Street		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Bentleville	(17) STATE PA	(18) ZIP CODE 15314
(19) DAYTIME TELEPHONE NUMBER (include area code) 724-239-2501		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0003-1791-73		(22) FCC USE ONLY
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

FCC FORM 159
FOR
DOMESTIC
214 APPLICATION

COPY

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0389

Page 1 of 1

(1) LOCK BOX # 358145		1044		SPECIAL USE ONLY	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Lesse, Sylvia			(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00		
(4) STREET ADDRESS LINE NO. 1 2120 L Street, NW, Suite 520					
(5) STREET ADDRESS LINE NO. 2					
(6) CITY Washington			(7) STATE DC	(8) ZIP CODE 20037	
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-296-8890			(10) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(11) PAYER (FRN) 0010900918			SPECIAL USE ONLY		
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(13) APPLICANT NAME Shareholders of Bentleyville Communications Corporation					
(14) STREET ADDRESS LINE NO. 1 608 Main Street					
(15) STREET ADDRESS LINE NO. 2					
(16) CITY Bentleyville			(17) STATE PA	(18) ZIP CODE 15314	
(19) DAYTIME TELEPHONE NUMBER (include area code) 724-239-2501			(20) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(21) APPLICANT (FRN) 0003774965			SPECIAL USE ONLY		
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID		(24A) PAYMENT TYPE CODE CUT		(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00		(27A) TOTAL FEE \$895.00		SPECIAL USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2			
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE		SPECIAL USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2			
SECTION D - CERTIFICATION					
CERTIFICATION STATEMENT Sylvia Lesse , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.					
SIGNATURE Sylvia Lesse			DATE 10 JUNE 2005		
SECTION E - CREDIT CARD PAYMENT INFORMATION					
ACCOUNT NUMBER [REDACTED]			EXPIRATION DATE [REDACTED]		
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.					
SIGNATURE Sylvia Lesse			DATE 10 JUNE 2005		

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

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3060-0589

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No. ___ of ___			SPECIAL USE
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION			FCC USE ONLY
(13) APPLICANT NAME FairPoint Communications, Inc.			
(14) STREET ADDRESS LINE NO. 1 521 East Morehead Street, Suite 250			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Charlotte		(17) STATE NC	(18) ZIP CODE 28202
(19) DAYTIME TELEPHONE NUMBER (include area code) 704-344-8150		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 007-7099-91		(22) COURSE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY	
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY	
(28C) FCC CODE 1		(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY	
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY	
(28D) FCC CODE 1		(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY	
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY	
(28E) FCC CODE 1		(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY	
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY	
(28F) FCC CODE 1		(29F) FCC CODE 2	

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FCC FORM 159-C

FEBRUARY 2003 (REVISED)

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Approved by OMB
3060-0389

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No. ___ of ___			ESPERANTO REGISTRATION
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION			
(13) APPLICANT NAME MJD Ventures, Inc.			
(14) STREET ADDRESS LINE NO. 1 521 East Morehead Street, Suite 250			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Charlotte		(17) STATE NC	(18) ZIP CODE 28202
(19) DAYTIME TELEPHONE NUMBER (include area code) 704-344-8150		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0009406356		(22) REGISTRATION	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE		
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1	(29B) FCC CODE 2		
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY	
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE		
(28C) FCC CODE 1	(29C) FCC CODE 2		
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY	
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE		
(28D) FCC CODE 1	(29D) FCC CODE 2		
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY	
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE		
(28E) FCC CODE 1	(29E) FCC CODE 2		
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY	
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE		
(28F) FCC CODE 1	(29F) FCC CODE 2		

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FCC FORM 159-C

FEBRUARY 2003 (REVISED)

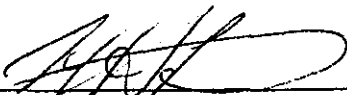
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3060-0589

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No. <u>4</u> of <u>4</u>		SPECIAL USE SECTION BB - ADDITIONAL APPLICANT INFORMATION
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME BE Mobile Communications Incorporated		
(14) STREET ADDRESS LINE NO. 1 608 Main Street		
(15) STREET ADDRESS LINE NO. 2		
(16) CITY Bentleville	(17) STATE PA	(18) ZIP CODE 15314
(19) DAYTIME TELEPHONE NUMBER (include area code) 724-239-2501		(20) COUNTRY CODE (if not in U.S.A.)
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0003-1791-73		
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	
(28A) FCC CODE 1		(29A) FCC CODE 2
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	
(28B) FCC CODE 1		(29B) FCC CODE 2
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	
(28C) FCC CODE 1		(29C) FCC CODE 2
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	
(28D) FCC CODE 1		(29D) FCC CODE 2
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	
(28E) FCC CODE 1		(29E) FCC CODE 2
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	
(28F) FCC CODE 1		(29F) FCC CODE 2

Certificate of Service

I, Joshua Seidemann, of Counsel to Kraskin, Moorman & Cosson, do hereby certify that on this tenth day of June 2005 I caused to be sent via First Class US Mail, postage prepaid, the foregoing "JOINT APPLICATION FOR STREAMLINED TRANSFER OF CONTROL OF INTERNATIONAL AND DOMESTIC SECTION 214 AUTHORIZATIONS" to the following:


Joshua Seidemann

Gov. Edward G. Rendell
Commonwealth of Pennsylvania
225 Main Capitol Building
Harrisburg, Pennsylvania 17120

US Department of Defense
Assistant Secretary of Defense for C31
1000 Defense Pentagon, Room 3E712
Washington, DC 20301-1000

US Department of State
EB/CIP/SCA
Room 4826
2001 C Street, NW
Washington, DC 20520

* Policy Division
International Bureau
Federal Communications Comm.
445 12th Street, SW
Washington, DC 20554

* Competition Policy Division
Wireline Competition Bureau
Federal Communications Comm.
445 12th Street, SW
Washington, DC 20554

* *via hand delivery*